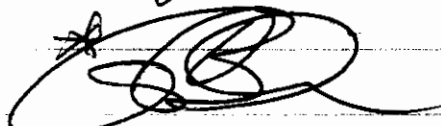


I, Craig Bender, have enclosed the signed documents that state my acceptance of the Long-Term Cash Award \$15,000.00.

Reasons why The Bankruptcy Court should not Sustain the Omnibus Objection:

- Documents were signed and dated as needed.

* CRAIG Bender
457 East Water St
Hughesville PA 17737
570-820-9014

Signed CRAIG Bender
* 

6/26/09

* Lawyer

Wilfred Knecht
835 West 4th St
Williamsport PA 17701

McCormick Law Firm
570-326-5131

3893

Circuit City Stores, Inc. 2003 Stock Incentive Plan, as amended and restated, effective December 14, 2006, and that definition is incorporated by reference into, and made a part of, this letter. Generally, a Change of Control will be deemed to occur upon any of the following events: (i) the acquisition by any person or entity of 35% or more of either the Company's outstanding shares or the combined voting power of the then outstanding securities of the Company entitled to vote generally in the election of directors (but excluding certain acquisitions involving the Company or an affiliate, or by any benefit plan sponsored by the Company); (ii) the incumbent members of the Board of Directors of the Company (including any future directors whose election is approved by a majority of the incumbent members) cease to constitute a majority of the Board of Directors; (iii) the consummation of a reorganization, merger or consolidation of the Company or sale or other disposition of all or substantially all of the assets of the Company (with certain exceptions, as described in the 2003 Stock Incentive Plan); or (iv) the consummation of a plan of complete liquidation, dissolution, or sale of substantially all the assets of the Company.

Nothing in this letter confers any right to continued employment with the Company or affects the Company's right to terminate your employment at any time, with or without notice, and with or without cause.

You may not sell, give away or otherwise transfer your right to the award granted hereunder.

In order for your award to become effective, you must accept it by signing this letter and by faxing the entire letter as soon as possible, but in no event later than February 1, 2008, to **757-299-8412**. Your signature will also constitute your agreement to the terms and conditions contained in this letter.

With this award, we express our confidence in your ability to help shape a Circuit City that will benefit our associates, our customers, and our shareholders for years to come.

Sincerely,



Eric A. Jonas, Jr.
Senior Vice President
Human Resources

ACCEPTED:



Associate Signature

Craig Bender

Printed Name

11-Jan-08

Date

<u>TO:</u>	<u>Claim</u> <u>Number</u>	<u>Asserted Claim</u> <u>Amount</u>
BENDER, CRAIG P 457 EAST WATER ST HUGHESVILLE, PA 17737	11429	\$15,000.00